**ACQUEST TRANSIT LLC****ACTION OF SOLE MEMBER AND MANAGER**

The undersigned, being the sole Member and Manager of ACQUEST TRANSIT LLC (the "Company"), does hereby consent that a Special Meeting of the Members of the Company be dispensed with, for the purposes hereof, and does hereby take the following action by written consent, pursuant to the provisions of Section 407 of the Limited Liability Company Law of the State of New York and pursuant to Sections 4.1 and 4.2 (e) of the Operating Agreement of the Company dated August 19, 2005, and that such action/resolution shall have effect as if adopted at a duly held Special Meeting of the members of the Company.

Adoption of the following resolutions:

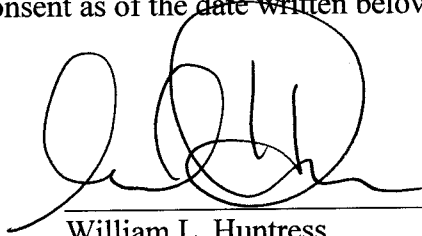
**RESOLVED**, that the sole Member and Manager of the Company, William L. Huntress, hereby is authorized to agree to and enter into a plea agreement in the criminal action in the United States District Court for the Western District of New York captioned *United States v. Acquest Transit, LLC et. al* (13-cr-199) in the form attached hereto as Exhibit A, as well as all other documents and things necessary or incidental to said plea agreement in order to effectuate the same, and that such action hereby is approved, ratified, and adopted by the Member;

and

**RESOLVED**, that the sole Member and Manager of the Company, William L. Huntress, hereby authorizes Louis C. Fessard, Esq., general counsel to the Company, to appear on behalf of the Company and accept the aforementioned and attached plea in the criminal action in the United States District Court for the Western District of New York captioned *United States v. Acquest Transit, LLC et. al* (13-cr-199), and that such action hereby is approved, ratified, and adopted by the Member.

IN WITNESS WHEREOF, the undersigned, being the sole Member and Manager  
of the Company, hereby executes this consent as of the date written below.

Dated: November 5, 2015

A handwritten signature in black ink, consisting of a large, stylized 'W' followed by a cursive 'L' and 'H', with a horizontal line extending to the right.

William L. Huntress  
Sole Member and Manager  
Acquest Transit LLC